

HEARING DATE: February 23, 2008 at 10:00 a.m. (prevailing Eastern Time)

WALLER LANSDEN DORTCH & DAVIS LLP

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Counsel to Agents for the Senior Prepetition Lenders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
LEXINGTON PRECISION CORP., <u>et al.</u> ,	:	08-11153 (MG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**LIST OF PROPOSED WITNESSES AND EXHIBITS OF AGENTS FOR
PREPETITION SENIOR LENDERS REGARDING COMBINED HEARING
ON DEBTORS' MOTION FOR CONTINUED USE OF CASH COLLATERAL
AND DEBTORS' MOTION FOR EXTENSION OF EXCLUSIVITY**

By and through the undersigned attorneys, CapitalSource Finance LLC, as Revolver Agent to the Prepetition Revolver Lenders and CSE Mortgage LLC, as Term Loan Agent to the Senior Term Loan Lenders (collectively with the Prepetition Revolver Lenders and the Agents,

the "Prepetition Senior Lenders"), hereby submit the following proposed witnesses and exhibits in support of their (i) *Objection of Agents for Prepetition Senior Lenders to Debtors' Motion for Continued Use of Cash Collateral to the Debtors' Motion For Authorization Pursuant To 11 U.S.C. §§ 105, 361, 362 and 363(c), For Continued Use of Cash Collateral* and (ii) *Objection of Agents for Prepetition Senior Lenders to Debtors' Motion for Extension of Exclusive Plan Periods to the Debtors' Third Motion For An Order Pursuant To Section 1121(d) Of The Bankruptcy Code Extending The Debtors' Exclusivity Periods*:

Witnesses

The Prepetition Senior Lenders may call the following witnesses for direct examination in connection with the above-referenced matters:

1. Dean R. Vomero, of Bridge Associates, LLC, as an expert for the following purposes:

(a) deterioration of the Debtors' financial condition during these bankruptcy cases, including a decline in net cash position and a percentage decline in total enterprise value;

(b) weakness of the Debtors' forecast and projections for the period ending June 30, 2009 and beyond, including substantial risks to the Debtors' expected cash flow, downward trends in earnings, discrepancies between the forecasts for 2009 and the recent 13-week budget proposed by the Debtors, and historical inaccuracies in the Debtors' forecasts and projections;

(c) reasonableness and potential effectiveness of the pursuit of a divestment of all or a portion of the Debtors' assets; and

(d) relationship between the Debtors and the Prepetition Senior Lenders with respect to historical financial performance, prior marketing of the medical device business and other businesses, information flow between the parties, and the general status of these cases

; and

2. Any rebuttal witnesses, for the limited purpose of rebutting any testimony of other witnesses called for direct examination by any other party.

Exhibits

The Debtors may offer the following exhibits in connection with the above-referenced matters, and such exhibits of the Prepetition Senior Lenders shall be marked by the designation “PSL-___”, as follows:

1. PSL-A: Expert Report of Dean R. Vomero, together with exhibits and appendices thereto
2. PSL-B: Lexington Compliance Certificate for the period ended February 6, 2009, dated February 11, 2009
3. PSL-C: Letter from John C. Tishler, Esq., Counsel to the Agents for the Prepetition Senior Lenders to the Debtors and their counsel, dated February 12, 2009
4. PSL-D: Transcript of Deposition of Stephen E. Altneu, testifying on behalf of Capital One Leverage Finance Corp., dated January 29, 2009, (deposition pages 7, 11, 36, 38, 41, 50-51, 55, 60-61, 66, 94-95, 98-101, 119-21, 123-25, 135-36, 140-41, 143-44, 147)
5. PSL-E: Letter from Capital One Leverage Finance Corp. to the Debtors, dated February 5, 2009

Judicial Notice

The Prepetition Senior Lenders may request that the Court take judicial notice of any pleadings previously filed, any exhibits previously admitted in other proceedings previously

held, any proceedings previously conducted, and all other documents on filed in the offices of the Clerk of this Court in these cases.

Reservation of Rights

The Prepetition Senior Lenders reserve the right to call or introduce one or more, or none, of the exhibits listed above, and reserve the right to introduce additional exhibits in rebuttal. The Prepetition Senior lenders may also use any of the materials in the Court's file on these matters as exhibits. The Prepetition Senior Lenders further reserve the right to supplement these lists.

Respectfully submitted:

WALLER LANSDEN DORTCH & DAVIS LLP

/s/ Robert J. Welhoelter

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Counsel to Agents for Senior Prepetition Lenders

Certificate of Service

I hereby certify that a true and correct copy of the foregoing pleading was served by email, upon the following parties on this the 19th day of February, 2009.

Weil, Gotshal & Manges, LLP

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Andrews Kurth LLP

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PaulSilverstein@andrewskurth.com

JonathanLevine@andrewskurth.com

I hereby further certify that a two (2) hard copies of same was delivered by hand delivery to Judge Glenn's chambers, and a hard copy was delivered by hand delivery to the following party, on this the 19th day of February, 2009:

Office of the United States Trustee for the Southern District of New York

(Attn: Paul Schwartzberg)

33 Whitehall Street

New York, New York 10004

/s/ Aaron R. Cahn

Aaron R. Cahn